

AGENDA ITEM NO: 84.04

To consider and approve Risk Management Policy of PTCUL.

The Risk Management Policy of the Company was placed before the Audit Committee in its Meeting held 28.02.2022 and the committee after detail deliberations has approved the same and recommend the adoption of this policy to Board of Directors by passing the following resolution

“RESOLVED THAT draft Risk Management Policy of the Company as placed before the Audit Committee and initialed by the Company Secretary as a token of identification be and is hereby approved.

RESOLVED FURTHER THAT the Audit Committee recommends the adoption of this policy by Board of Directors.”

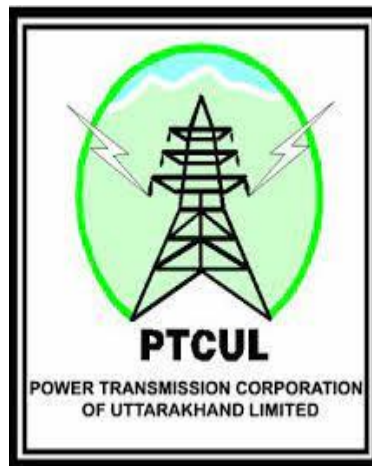
The Board is requested to consider the recommendation fo the Audit Committee and if deem fit pass the following resolution with or without modification(s):-

“RESOLVED THAT the Risk Management Policy of the company as recommended by Audit Committee and initialed by the Company Secretary for the purpose of identification and placed before the Board, be and is hereby approved.”

(Arun Sabharwal)
Company Secretary

Power Transmission Corporation of Uttarakhand Limited

Risk Management Policy of Power Transmission Corporation of Uttarakhand Limited



COMPANY's POLICY, PROCESS & MEASURES

Index

| Sr. No. | Subject | Page |
|----------------|---|-------------|
| 1. | Name, Title and extent | 3 |
| 2. | Statement of Reasons and objectives | 3 |
| 3. | Objectives of the policy | 3-4 |
| 4. | Legal Framework | 5 |
| 5. | Definitions | 5-6 |
| 6. | Implementation and Responsibility | 6-7 |
| 7. | Policy Statement | 7 |
| 8. | The Risk Management approach at Power Transmission Corporation of Uttarakhand Limited | 7-8 |
| 9. | Risk Management Process | 8-17 |
| 10. | Common Mitigation Measures | 17 |
| 11. | Risk Treatment | 17 |
| 12. | Risk Response | 17-18 |
| 13. | Risk Reporting | 18-20 |
| 14. | Risk Management Organization Structure | 20-24 |
| 15. | Policy Review | 24 |
| | Appendix | 25-31 |

RISK MANAGEMENT POLICY OF POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED

1. Name, Title and extent

This policy shall be called as "Risk Management Policy of Power Transmission Corporation of Uttarakhand Limited" and in short "Risk Management Policy." This policy shall be applicable to all offices and establishments of PTCUL. This policy shall come into force from the date of approval by the Board of Directors of PTCUL.

2. Statement of Reasons and objectives

Risk management is an integral component of good corporate governance and is fundamental in achieving the company's strategic and operational objectives. It improves decision-making, defines opportunities and mitigates material events that may impact shareholder's value.

Power Transmission Corporation of Uttarakhand Limited (PTCUL) desires to refine its organizational wide capabilities in risk management to ensure a consistent, efficient and effective assessment of risks in the achievement of the organization's objectives. It views risk management as integral to its objective of creating and maintaining business continuity, shareholder's value, Adherence to Government policies and successful execution of its strategies for attainment of its goals.

This risk management policy provides the framework to manage the risks associated with Company's activities. It is designed to identify, assess, monitor, mitigate and manage risk.

The Company firmly believes that companies make money by taking intelligent risks and lose money by failing to manage risk intelligently.

With the vision to integrate risk management with the overall strategic and operational practices, an Enterprise Risk Management Framework is being established by PTCUL as a comprehensive set of components that provide the foundations and organizational arrangements for designing, implementing, monitoring, reviewing and continually improving risk management throughout the organization.

3. Objectives of the policy

The prime objective of this Risk Management Policy and Procedure is to ensure sustainable business growth with stability and establish a structured and intelligent approach to Risk Management at Power Transmission Corporation of Uttarakhand Limited. The objective of Risk Management is to create and protect shareholders/stakeholders value by minimizing threats or losses and identifying and maximizing opportunities. An enterprise-wide risk management framework is

applied. So, that effective management of risks becomes an integral part of every employee's responsibility.

This would include the process for development and periodic review of the unit-wise Risk Registers and Databases in order to guide decisions on business risk issues. This would promote a proactive approach in analysis, reporting and mitigation of key risks associated with the business in order to ensure a sustainable business growth.

3.1 The specific objectives of the Risk Management Policy are:

3.1.1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management;

3.1.2. To establish ownership throughout the Organization and embed risk management as an integral part of the business rather than a stand-alone system;

3.1.3. To help the decision makers of the organization explicitly take account of uncertainty, the nature of that uncertainty and work towards a solution to address it;

3.1.4. To ensure that all the current and expected risk exposures of the organization are identified, qualitatively and quantitatively evaluated, analyzed and appropriately managed;

3.1.5. To enable compliance with the relevant legal and regulatory requirements through the adoption of best practices;

3.1.6. To assure demonstrable achievement of objectives and improvement of financial stability of the organization;

3.1.7. Ensuring sustainable business growth with stability and promoting a pro-active approach in reporting, evaluating and resolving risks associated with the business;

3.1.8. Providing a framework that enables future activities to take place in a consistent and controlled manner;

3.1.9. Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/threats;

3.1.10. Evaluating the likelihood and impact of major adverse events;

3.1.11. Developing responses to either prevent such events from occurring or manage and minimize the impact of such event, if it does occur;

3.1.12. Identifying any unmitigated risks and formulating action plans for addressing such risks;

4. Legal Framework

The Companies Act, 2013 and the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR - 2015") have also incorporated various provisions in relation to Risk Management policy, procedures and practices.

As per Regulation 17(9) of the SEBI Listing Obligations and Disclosure Requirements, 2015, the listed entity shall

- (a) Lay down procedures to inform members of board of directors about risk assessment and minimization procedures.
- (b) The board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity.

Section 134(3)(n) of the Companies Act, 2013 requires a statement to be included in the report of the board of directors of the Company indicating development and implementation of a risk management policy for the Company, including identification therein of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Further, the provisions of Section 177(4)(vii) of the Companies Act, 2013 require that every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall inter alia include evaluation of internal financial control and risk management systems.

Since PTCUL is not a listed company, therefore, the SEBI LODR requirement is not applicable however the other requirements of the Companies Act, 2013 need to be adhered to.

In line with the above requirements, the Company has decided to frame and adopt a "Risk Management Policy". It is also essential to meet the company's policy for good corporate governance.

5. DEFINITIONS

5.1 Risk: Risks are events or conditions that may occur and whose occurrence, if it does take place, has a harmful or negative impact on the achievement of the organization's business objectives. The exposure to the consequences of uncertainty constitutes a risk.

5.2 Risk Assessment: The systematic process of identifying and analyzing risks. Risk Assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks.

5.3 Risk Management: The systematic way of protecting business resources and income against losses so that the objectives of the Company can be achieved without unnecessary interruption.

5.4 Risk Management Process: The systematic application of management policies, procedures and practices of the tasks of establishing the context, identifying, analyzing, evaluating, treating, monitoring and communicating risk.

5.5 Risk Register: A prioritized risk register highlighting the key risks for the unit where the Total Risk Score is greater than specified number/or the Impact is rated as Very High.

5.6 Risk Database: The data base of risk based on the Business Units and Functions categorized as High, Medium or Low based on the impact and likelihood.

5.7 Trigger Events: Events or conditions that could lead to the risk.

5.8 Impact: The degree of consequences to the organization, should the event occur.

5.9 Likelihood: The likelihood of the event occurring expressed as an indicative annual frequency.

5.10 Consequence: Potential resulting events that could be affected by the key group risk.

5.11 Risk Source: Element which alone or in combination has the intrinsic potential to give rise to risk.

5.12 Risk Rating: The relative rating determined from the risk score derived from qualitative analysis of impact and likelihood. Categorized as High, Medium or Low.

5.13 Audit Committee: means Committee of Board of Directors of the Company constituted under the provisions of the Companies Act, 2013.

5.14 Board of Directors: in relation to a Company, means the collective body of Directors of the Company.

5.15 Policy: means Risk Management Policy of PTCUL

5.16 Risk Management Committee (RMC): Risk Management Committee is Board nominated committee consisting of All Functional Directors, General Manager Finance, and Chief Risk Officer (CRO). The RMC shall be headed by Director (.....) or such other officers as may be decided by the Board from time to time.

6. Implementation and Responsibility:

The Board of Directors of Power Transmission Corporation of Uttarakhand Limited shall adopt the following policy and procedures regarding risk management as detailed herein under. The Board may review and amend this policy from time to time.

A Risk Management Committee (RMC) shall be formed within the organization which will be responsible for implementing and review of

risk management processes within the Company.

The following will be the members of RMC:

- i) Managing Director, PTCUL
- ii) Director (Projects), PTCUL
- iii) Director (Finance), PTCUL
- iv) Director (Operations), PTCUL
- v) Director (Human Resource), PTCUL
- vi) Company Secretary, PTCUL shall be the Convener of the Committee.

Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board through Audit Committee.

7. Policy Statement

PTCUL is committed to develop an integrated Risk Management Framework:

1. To achieve the strategic objective while ensuring appropriate management of risks;
2. To ensure protection of stake holders' value;
3. To provide clear & strong basis for informed decision making at all levels of the organization;
4. To strive towards strengthening the Risk Management System through continuous learning & improvement;
5. Every employee of the company is recognized as having role in risk management for identification of risk to treatment and shall be invited & encouraged to participate in the process;
6. There will be a Corporate Level Risk Steering Committee to determine Key Risks, communicate Policy, objectives, procedures & guidelines and to direct & monitor implementation, practice & performance throughout the Company.

8. The Risk Management approach at Power Transmission Corporation of Uttarakhand Limited

PTCUL has adopted a comprehensive Enterprise Risk Management approach to identify and manage risks at the overall entity level. The risk methodology adopted has the following two facets to it:

A **“Top-Down”** system, whose objectives are to distill insights and provide clarity on the Key Risks and ensure a risk dialogue among the management teams. Under this approach, the process/operations level risks have been identified. Risk registers and databases have been created for identified risks along with mitigation plans. From the process

level risk registers, entity level top risks have been identified to articulate key strategic and business risks applicable to the Company.

A “**Bottom-Up**” system whose objectives are to ensure a comprehensive risk identification and prioritization of important risks, define and follow risk policies and processes that control daily decision making throughout the company and ensure a robust risk culture company-wide.

9. RISK MANAGEMENT PROCESS

The risk management framework adopted by PTCUL shall be mapped as per the ISO Standard 31000: Risk Management - Principles and guidelines.

The risk management process adopted by PTCUL consists of the following stages/steps:

1. Establishing the Context
2. Risk Assessment (identification, analysis & evaluation)
3. Risk Treatment (mitigation plan)
4. Monitoring, review and reporting
5. Communication and consultation

9.1 Establishing the Context

Articulate the objectives and define the external and internal parameters to be considered when managing risk, and sets the scope and risk criteria for the remaining process.

9.1.1 Establishing the External Context

To ensure that the objectives and concerns of external stakeholders and State Government are considered when developing risk criteria. The external context shall include, but is not limited to:

- The social and cultural, political, legal, regulatory, financial, technological, economic, natural and competitive environment, whether international, national, regional or local;
- Key drivers and trends having impact on the objectives of the organization; and
- Relationships with, perceptions and values of external stakeholders

9.1.2 Establishing the Internal Context

The risk management process shall be aligned with the organization's culture, processes, structure and strategy. This shall include, but is not limited to:

- Governance, organizational structure, roles and accountabilities;
- Policies, objectives and the strategies that are in place to achieve them;
- Capabilities, understood in terms of resources and knowledge (e.g. capital, time, people, processes, systems and technologies);
- The relationships with and perceptions and values of the

- organization's culture;
- Information systems, information flows and decision-making processes (both formal and informal);
- Standards, guidelines and models adopted by the organization

9.2 Risk Identification

Risk identification shall start with the source of problems or with the problem itself. This stage involves identification of sources of risk, areas of impacts, events (including changes in circumstances), their causes and their potential consequences. The aim of this step is to generate a comprehensive list of risks based on those events that might create, enhance, prevent, degrade, accelerate or delay the achievement of objectives. Analysis of all the risks identified shall be carried out through participation of the vertical/functional heads.

9.3 Risk Assessment

Risk assessment allows an entity to consider the extent to which potential events have an impact on the achievement of objectives. The events are assessed from two perspectives i.e. likelihood and impact. The positive and negative impacts of the potential event are to be examined, individually or by categorically, across the entity/organization.

The Company has adopted Analytical Analysis Method (AAM) and also relies on Expert Judgment for the assessment of risks and their impacts and devises a strategy to tackle the risk at an appropriate level. In both the cases, the following matrix is followed in identifying and initiating actions:

| Probability | Impact | Action |
|-------------|--------|--|
| High | High | Immediate |
| High | Low | Consider the steps to take |
| Low | High | Consider the steps to take and produce a Contingency plan. |
| Low | Low | Keep under review |

The risks are prioritized for further quantitative analysis and planning risk responses based on their risk rating. The ratings are assigned to risks based on their assessed probability and impact. Evaluation of each risk's importance and priority for attention is conducted using a Probability-Impact Matrix. The Matrix specifies combinations of probability and impact that lead to rating the risks as low, moderate or high priority. Numeric values are assigned for each combination to prioritize the action plan. Each risk is rated on its probability of occurrence and impact on the objectives of the Company (i.e.: cost, time, scope or quality) if it does occur.

9.4 Risk Analysis

Risk analysis involves:

- Consideration of the causes and sources of risk.
- The trigger events that would lead to the occurrence of the risks.
- The positive and negative consequences of the risk.
- The likelihood that those consequences can occur.

Factors that affect consequences and likelihood should be identified. Risk is analyzed by determining consequences and their likelihood and other attributes of the risk. An event can have multiple consequences and can affect multiple objectives. Existing controls and their effectiveness and efficiency should also be considered. To attain this the four common strategies.

There are four common strategies (Tolerate, Terminate, Treat and Transfer) for the mitigation of risk. There is no single “best” response strategy and each risk must be considered on its own merits. Some risks may require a combination of strategies and multiple responses, whereas others may need only one strategy with a single response.

Depending upon the occurrence, severity and prevailing situation the Company/Organization will adopt any of the **4T** (Tolerate, Terminate, Treat and Transfer), strategies to mitigate the risks.

1. Tolerate: Accept and tolerate the risk. Risk Management doesn't necessarily mean risk reduction and there could be certain risks within the organization that might be willing to accept and continue with its operational activities. PTCUL shall tolerate such risks that are considered to be acceptable, for example:

- I. A risk that cannot be mitigated cost-effectively.
- II. A risk that opens up greater benefits than loss.
- III. Uncontrollable risks.

It's the role of the Risk Management Committee (RMC) to decide to tolerate risk and when such a decision is taken, the rationale behind it shall be fully documented. In addition, the risk shall continue to be monitored and contingency place in the event of the risk recurring.

2. Terminate: This involves doing things differently and thus removing the risk (i.e. divestments). This is particularly important in terms of Project risk, Market risk or Customer risk but often wishful thinking in terms of strategic risks.

3. Treat: To reduce or treat the risk. This is the most widely used approach. The purpose of treating a risk is to continue with the activity which gives rise to the risk but to bring the risk to an

acceptable level by taking action to control it in some way through either:

- I. Containment actions (lessen the likelihood or consequences and applied before the risk materializes) or;
- II. Contingent actions (Put into action after the risk has happened i.e. reducing the impact. Must be pre-planned).

4. Transfer: Transfer some aspects of the risk to a third party. Examples of risk transfer include insurance and hedging. This option is particularly good for mitigating financial risks or risks to Assets.

The following aspects shall be considered for the transfer of identified risks to the transferring party:

- I. Internal processes of PTCUL for managing and mitigating the identified risks.
- II. Cost benefit of transferring risk to the third party.
- III. Insurance can be used as one of the instrument for transferring risk.

Apart from the selecting and adopting suitable mitigation measures, the Company is in the process of developing Risk Prevention Capabilities to deal with the Potential Risk Events that will affect the objectives of the Company.

The Company is periodically arranging awareness programs among all the employees cutting across all levels and helping the team to develop the prevention capabilities to limit the probability of occurrence of a risk event that will impact the objectives rather than focusing on limiting the nature and extent of effects that the risk event has on the achievement of objectives post its occurrence.

To make use of available resources most efficiently, the Company has adopted a combination of Preventive and Mitigation measures to treat the risks depending upon their nature and magnitude.

The criteria for the selection of an appropriate strategy to treat the risks areas shown below:

| | | | |
|-------------------|-------------|--|---------------------------------------|
| Likelihood | High | Prevention Measures Enhance Quality | Prevention and Mitigation |
| | Low | Maintain and Monitor | Mitigation Measures (Preparedness) |
| | | Small | Large |
| Impact | | | |

9.5 Risk Identification and Mitigation

The below paragraphs embrace Company's risk identification and mitigation strategies like risk control, avoidance etc.

9.5.1 Changes in Government Policies:

The Company's business is dependent on Government policy towards financial inclusion. The expenditure of the company is reimbursed in the tariff-based regime. Thus, any change in the policy framework and restrictions on the transactions may affect the profitability of business.

Mitigation: Risks that are likely to emanate are managed by constant engagement with various stake holders, reviewing and monitoring the country's economic and financial related policies and close dialogue with administrative department in the Government.

9.5.2 Rapid Changes in Technology/Obsolescence of Technology:

Rapid technological changes may change all the existing business models. The Company's margins may hit due to new cost-effective disruptive innovations.

Mitigation: The Company strongly believes that technological obsolescence is a practical reality. Therefore, it shall be evaluated on a continual basis and the necessary investments shall made to bring in the best of the prevailing technology.

The company's procurement policy, in line with the Governmental directives in form of the Uttarakhand Procurement Rules has taken into consideration of all the Regulatory requirements and capabilities of future upgrades.

9.5.3 Work with electricity

The majority work of the organization is to work with High Tension Electricity wires and consequential potential threat to human lives due to negligence and lack of safety. This had a potential of devastating loss

Mitigation: Mandatory use of safety equipment, proper training of work force, zero tolerance on lack of safety at work, Periodic audit of the tools and gears and other hazardous materials and other preemptive measures shall be applied

9.5.4 Legal Risk:

As the Company is governed by various laws and regulations, hence the company is exposed to legal risk if there is any violation done.

Mitigation: The Company must do its business within four walls of law, where the Company is exposed to legal risk exposure. The experienced team of professionals, advisors and General Manager legal must focus on evaluating the risks involved in a contract, ascertaining company's

responsibilities under the applicable law of the contract, restricting liabilities under the contract, and covering the risks involved so that they can ensure adherence to all contractual and Statutory commitments.

9.5.5 Financial Reporting Risks

Changing laws, regulations and standards relating to accounting, corporate governance and public disclosure are creating uncertainty for companies. These new or changed laws, regulations and standards may lack specificity and are subject to varying interpretations. This could result in continuing uncertainty regarding compliance matters

Mitigation: The Company is committed on maintaining high standards of corporate governance and public disclosure and our efforts to comply with evolving laws, regulations and standards in this regard would further help us address these issues. For new laws and areas where the professional lack exposures, the appropriate training programmes shall be resorted to.

- i) **Credit Risk** - There is a Risk involved in late/delayed payment of invoices by debtors. One of the major risks experienced by the Company is beneficiaries defaults in release of funds and irregular payments. This may create pressure on cash management and may require additional borrowings.

Mitigation: Mechanism such as regulatory late payment surcharge for timely recovery of outstanding dues for Long Term Consumers and advance payment for Short Term Consumers is being effected as security cover. Where ever required the intervention of the Government is also being sought.

ii) **Counterparty Risks:**

Risks arising from our association with entities for conducting business will have an impact on the performance of the Company and will affect Company's reputation as well as profitability. These include clients, vendors, transporters, alliance partners and their respective industries. Delay in achieving Financial Closure, Suspension of works, Variations, delay in delivery, non-performance of suppliers & contractors, etc. are some of the major risks associated with our customers and vendors/suppliers.

Mitigation: Proper project management & monitoring is being ensured. Provisions have been made in Standard Bidding Document (SBD) towards action against defaulters to be undertaken by the Company. A Grievance Redressal policy is also in place for the timely and effective addressing of any dispute.

- iii) **Inflation and change in Cost Structure** - There is a risk of increase in expenses due to inflation which may consequently reduce the

profits/increase the losses of the Company. There is also a risk of past-working taxation which may change the cost structure.

Mitigation: At organizational level, cost optimization, timely action and cost reduction initiatives are being implemented and monitored. The Company also control costs through a budgetary mechanism. Further, Tariff Regulation presently provides protection to cost structure. System of hiring competent Tax consultants/Lawyers to safeguard the interest of the Company is being pursued.

- iv) Liquidity Risk** - There is a risk of insufficient liquidity for day to day operations if cash inflows/outflows, if not properly planned /monitored which may also lead to risk of higher interest payout and increased borrowings.

Mitigation: Proper financial planning is put in place. Annual budget is being prepared. Periodical cash flows are prepared and monitored at senior levels.

- v) Financial Support Risk** - There is a risk of insufficient support in the form of equity or Tie-ups being not available or higher interest loans being only available that is needed for strengthening of the Transmission Network.

Mitigation: Tie-up with Banks for Short Term Credit on MCLR Basis shall have to pursued. For equity support the principal owners shall have to take appropriate steps.

- vi) Proper monitoring of Bank Guarantee** - There is a risk of expiry of Bank Guarantee.

Mitigation: Bank Guarantee must be monitored as per provisions of contract agreement.

9.5.6 Risk of Corporate accounting fraud:

Accounting fraud or corporate accounting fraud are business scandals arising out of Misusing or misdirecting of funds, overstating revenues, understating expenses etc.

Mitigation: The Company mitigates this risk by:

1. Understanding the applicable laws and regulations
2. Conducting risk assessments,
3. Enforcing and monitoring code of conduct for key executives
4. Instituting Whistleblower mechanisms
5. Deploying a strategy and process for implementing the new controls
6. Adhering to internal control practices that prevent collusion and

- concentration of authority
- 7. Employing mechanisms for multiple authorization of key transactions with cross checks
- 8. Scrutinizing of management information data to pinpoint dissimilarity of comparative figures and ratios
- 9. Creating a favorable atmosphere for internal auditors in reporting and highlighting any instances of even minor non-adherence to procedures and manuals and a host of other steps throughout the organization.

9.5.7 Cyber attack and data leakage

Increasing concern for user data privacy, data leakage, and number of cyber-attacks are the reason for rising attention to the question of data security, which became more relevant in the recent years. The increasing number of devices connected to the Internet not only creates more data but also makes it more vulnerable and not very well protected. It is expected that security analytics costs will raise up.

Mitigation: Continuously working in the direction of protecting data by;

- a) Validation and filtration of inputs into the system.
- b) The access of each user is constrained to a very limited set of tasks and time frame.
- c) Digital signatures using asymmetric encryption: regular audits.
- d) Monitor logs on a real-time basis to spot anomalies that identify any misuses and abnormality.
- e) Use data tagging and enforced time stamps to help in tracing unauthorized activity.
- f) Encryption always – when data is in transit the database contents is encrypted; and additional protection applied using SSL encryption to connect the client and server, ensuring that only trusted computers can access the encrypted data.
- g) Encryption of data within the database, access control, masking sensitive data and stringent authorization policies, keeping security patches up to date. Deploying encryption on all data on a granular basis helps ensure that even if there is a system breach, the data itself remains protected.

9.5.8 Theft

These physical attacks, known as ram-raids or smash & grabs, burglary may occur by the fraudsters.

Mitigation: Period Audits and checks are done by auditors to prevent any kind of such thefts. Stringent store management and periodic Audit based on ABC analysis shall be resorted.

The incident shall be reported to Audit Committee when the incident occurred as per the guidelines issued.

9.5.9 Risk of Non-availability of land for Power Sub-Stations– PTCUL generally preferred acquires the land from Government (GoU). However, allotment of the land may take time thus resulting into delay of timely completion of Sub-stations.

Mitigation: The Company is co-ordinating with the revenue department. If required, the matter is also pursued through the Energy Department, GoU. On non-availability of Revenue land, the Company can purchase from the land owners through District level land purchase committee. Further, land for sub-station must be possession of PTCUL before inviting tender.

9.5.10 Risk of Right of Way (RoW) - Delay in construction of transmission line on account of Right of Way (RoW) issues including Forest/Wildlife/Statutory approvals from various Government departments.

Mitigation: To avoid the delay on account of the above, the Company is taking advance action for carrying out survey of forest area and ensuring timely submission of forest proposal after completing the all necessary formalities to Forest Department. RoW issues being pursued vigorously by visiting the site to convince the land owner. Timely compensation is being paid to the affected persons as per the provisions of law/rules. For resolving severe RoW issues the help of District Administration is sought.

9.5.11 Weather & Environmental Risks–

Unfavorable weather conditions may affect the system in operation and storage. Heavy storm/ rains may cause water logging which could result in submergence of cable trenches and other portions of the switchyard. Extreme weather conditions like cyclonic winds also poses challenges for the transmission lines.

Presently, historical demand pattern of the state available with beneficiaries are considered while making day-ahead forecast for Load Dispatch which may suddenly change.

Mitigation: All efforts are made to acquire a fairly level piece of land at relatively higher level than the surroundings for construction of Power sub-stations. In order to avoid entry of rain water in switchyard, the construction of drains, having proper slope is constructed. Equipment such as Control Panels etc. are kept in a covered shed with a high elevation from road to protect the equipment in rainy season.

For mitigating the detrimental effects of weather on transmission lines, periodic patrolling along with replacement of weak tower parts, regular

lopping/chopping of trees in close vicinity of the transmission line is being carried out. In case of tower collapse, Emergency Restoration System (ERS) is being used for early restoration of power supply & maintaining availability.

Weather forecast information available in the public domain is accessed and monitored closely. For obtaining advance level computer-based application for load forecasting, an academic institution is being engaged.

10. Common Mitigation Measures

10.1 Periodic Audit

Periodical Risk Management Audit of Risk Management by a Practicing CA/CS/CMA to measures operational reality against stated policies and standards. Compliance to regulatory requirements and mitigation of losses.

10.2 Training management

To ensure effectiveness, Learning & improvement included in training programs that get everyone within organization/system on the same page.

10.3 Surveillance

Centralized closed-circuit surveillance (CCTV) shall be installed at all the critical Areas and shall be monitored

11. Risk Treatment

Risk treatment involves selecting one or more options for modifying risks, and implementing those options and involves a cyclical process of:

- a) Assessing a risk treatment;
- b) Deciding whether residual risk levels are tolerable;
- c) If not tolerable, generating a new risk treatment; and
- d) Assessing the effectiveness of that treatment.

Risk treatment options are not necessarily mutually exclusive.

12. Risk Response

Risk response involves identifying the range of options for treating risk, assessing those options, preparing risk treatment plans, and implementing them. Options include:

- a) Avoiding the risk
- b) Reducing the likelihood of the occurrence,
- c) Reducing the consequences,
- d) Transferring the risk, and retaining the risk.
- e) Gaps will then be identified between what mitigating steps are in place and what is desired.

- f) The action plans adopted will be documented and its implementation tracked as part of the reporting process.
- g) Ownership and responsibility for each of those risk mitigation steps will then be assigned.

13. RISK REPORTING

Results of risk assessment need to be reported to all relevant stake holders for review, inputs, and monitoring. The Risk Unit Owners would be required to prepare unit level risk evaluation reports on a quarterly and annual basis and submit the same to Risk Management Officer.

13.1 RISK REPORTING STRUCTURE

The following risk reporting structure shall be followed by the organization:

First line Reporting-

1. The department/project site/power stations/sub-stations heads shall identify the key risks of their respective departments.
2. The department/project site/power station heads shall ensure the implementation of risk mitigation plan within their respective departments/power stations/project sites.
3. The department/project site/power station shall send the report on status of risks and mitigation measures taken on a quarterly basis to the Chief Risk Officer (CRO) for reporting to the Risk Management Committee.

Second line Reporting-

1. The Chief Risk Officer i.e. CE/GM shall identify the risks and decide upon the key risks and consult with their respective functional Director. Thereafter, CROs shall submit the same on half yearly basis to the Risk Management Committee

Third line Reporting-

1. The Risk Management Committee shall apprise to the board of Directors on half yearly basis regarding key risks faced by the organization and the mitigation measures taken.
2. The Risk Management Committee shall also apprise the Board for decision on any new/emerging risk faced by the organization in case of exigencies/emergent conditions.

13.2 Quarterly Risk Register Review Report

The Risk Unit Owners and the Site Level Risk Steering Committee shall prepare the first register and review the Risk Registers and identify any

emerging/new risk and the existing control to mitigate that risk. They must ensure robustness of design and operating effectiveness of existing mitigating controls. If required, re-rate (existing risks)/rate (emerging risks) and prepare, implement action plan for risk treatment in situations where they feel that existing controls are inadequate.

The Quarterly Risk Register Review Report shall be reviewed by the Site Level Risk Steering Committee and shall include:

1. Risk rate movements, if any, along with reasons for changes in the impact and/or likelihood ratings
2. New key risks identified, if any, along with risk criteria ratings and mitigation plans
3. Status of the implementation of mitigation plans and reasons for any delays or non- implementations

13.3 Annual Risk Database Review Report

The Risk Unit Owners shall review the respective Risk Database annually and evaluate if any changes are requisite to the impact and likelihood assigned to the risks and, re-rate the risks if applicable as per the guidelines and ensure effectiveness of design and operating effectiveness of existing mitigating controls.

The Annual Risk Database Review Report shall be reviewed by the Site Level Risk Steering Committee and shall include:

1. Risk rate movements, if any, along with reasons for changes in the impact and/or likelihood ratings
2. New key risks identified, if any, along with risk criteria ratings and mitigation plans
3. Status of the implementation of mitigation plans and reasons for any delays or non- implementations

13.4 Corporate Level Risk Steering Committee Report

Office of Chief Risk Officer (CRO) would be required to prepare on a quarterly basis a report for the Corporate Level Risk Steering Committee detailing the following:

1. List of applicable risks for the business, highlighting the new risks identified, if any and the action taken w.r.t the existing and new risks;
2. Prioritized list of risks highlighting the Key strategic and operational risks.
3. Root causes and mitigation plans for the Key Risk
4. Status of effectiveness of implementation of mitigation plans for the Key Risks identified till date

13.5 Report to Audit Committee

The Corporate Level Risk Steering Committee would be required to submit report to the Audit Committee on a quarterly basis the

following:

1. An overview of the risk management process in place;
2. Key observations on the status of risk management activities in the quarter, including any new risks identified and action taken w.r.t these risks;
3. Status of effectiveness of implementation of the mitigation plan for key risks

14. RISK MANAGEMENT ORGANIZATION STRUCTURE

14.1 Board of Directors Through Audit Committee

The Board will undertake the following actions to ensure risk is managed appropriately:

1. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.
2. The Board shall ensure that the Standard Operating Procedures (SoPs) of all departments & verticals are prepared as per best global practices and are free from any business or legal risks.
3. The Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit.
4. Ensure that the appropriate systems for risk management are in place.
5. The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations on issues of risk management and satisfy themselves that the systems of risk management are robust and defensible; Participate in major decisions affecting the organization's risk profile;
6. Have an awareness of and continually monitor the management of strategic risks;
7. Be satisfied that processes and controls are in place for managing less significant risks; Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly; Ensure risk management is integrated into board reporting and annual reporting mechanisms;
8. Convene any board-committees that are deemed necessary to ensure risk is adequately managed and resolved where possible.

14.2 Corporate Risk Management Committee

The Company shall constitute a Corporate Risk Management Committee with such members as the managing Director deem proper. All functional Directors shall be compulsory part of this committee. With the overall responsibility of overseeing and reviewing risk management across the Company. The terms of reference of the

Risk Management Committee are as follows:

- a) Review of strategic risks arising out of adverse business decisions and lack of responsiveness to changes;
- b) Review of operational risks;
- c) Review of financial and reporting risks;
- d) Review of compliance risks;
- e) Review or discuss the Company's risk philosophy and the quantum of risk, on a broad level that the Company, as an organization, is willing to accept in pursuit of stakeholder value;
- f) Review the extent to which management has established effective enterprise risk management at the Company;
- g) Inquiring about existing risk management processes and review the effectiveness of those processes in identifying, assessing, and managing the Company's most significant enterprise-wide risk exposures;
- h) Review the Company's portfolio of risk and consider it against its risk appetite by reviewing integration of strategy and operational initiatives with enterprise-wide risk exposures to ensure risk exposures are consistent with overall appetite for risk; and
- i) Review periodically key risk indicators and management response thereto.
- j) The Risk Management Committee shall meet at least twice in a year.
- k) The Committee, at its sole authority, may seek the advice of outside experts or consultants wherever judged necessary.

14.3 Corporate Level Risk Steering Committee

The Corporate Level Risk Steering Committee shall consist of key functional heads of ED/GM level at Corporate Office and one of the functional Directors as chairman of the committee. CRO will be the coordinator.

The Committee seeks to identify the key business risks which would prevent the Company from achieving its objectives and ensures that appropriate controls are in place to manage these risks.

Key responsibilities of the Committee include:

- 1. Identification of new risks.
- 2. Monitoring the environment within which the risk exists to identify issues which may affect its impact on the company or the likelihood of its arising.
- 3. Providing assurance that risk management policy and strategy of the company are operating effectively.
- 4. Developing risk response processes and assessing adequacy of responses for the key risks identified through the risk management framework.
- 5. Ensuring the implementation of risk mitigation plans.

6. Monitoring the Key Risk Indicators (KRIs) of the Enterprise and Functional Level Key Risks.
7. Monitoring the performance of different segments.
8. Preparation and update of the Corporate Level Key Risk Register and Quarterly reports for the Board/Audit Committee.
9. Present the quarterly risk management update report based on the inputs by the CRO Office to the Audit Committee & Functional Directors.

14.4 Chief Risk Officer and the Office of CRO

The Chief Risk Officer (CRO) shall play a pivotal role in the oversight and execution of a company's risk management function. Working closely with the Functional Directors, Managing Director, Audit committee and the Board, the CRO is responsible for developing and implementing risk assessment policies, monitoring strategies, and implementing risk management capabilities. The CRO's ultimate objective is to help the Board and executive management to determine the risk-reward tradeoffs in the business and bring unfettered transparency into the risk profile of the business. The CRO will be supported by a team of risk analysts, will be known as the Office of CRO or the Risk Office. The CRO office works closely with the business units to identify risks and then evaluate and negotiate risk response plans based on cost-benefit analysis.

Following shall be the key responsibilities of the CRO and CRO Office:

1. Identification of new risks.
2. Assist the board and senior management to establish and communicate the organization's ERM objectives and direction;
3. Assist management with integrating risk management with the strategy development process;
4. Assist the Board and the executive committee to develop and communicate risk management policies.
5. CRO will be the Coordinator of the Corporate Level Risk Steering Committee
6. Facilitate enterprise-wide risk assessments, developing risk mitigation strategies where required, and monitoring key risks across the organization
7. Monitoring the Key Risk Indicators (KRIs) of the Enterprise and Functional Level Key Risks on a continuous basis.
8. Assists in establishing, communicating and facilitates the use of appropriate ERM methodologies, tools and techniques
9. Works with business units to establish, maintain, and continuously improve risk management capabilities
10. Implements appropriate risk reporting to the Board and senior management
11. Enables effective alignment between the risk management process and internal audit
12. Office of CRO will be responsible for coordinating with

respective risk unit owners and consolidating the quarterly and annual risk register and database review reports.

13. Based on the inputs from site/units, the CRO will present the quarterly risk management report to the Corporate Level Risk Steering Committee.

The CRO will be an officer at a level of Chief Engineer or GM and shall be reporting to the functional Directors. Adequate training & exposure will be imparted to the CRO & his team.

14.5 Site Level Risk Committee

The Committee will set the risk management procedures and co-ordinate with risk unit owners in reporting key risks to the Corporate Level Risk Steering Committee by following the standard operating procedure. Key responsibilities of the Committee include:

1. Identification of new risks.
2. Performing the review of the Risk Register on quarterly and Risk Database annually.
3. Review reports prepared by the individual risk unit owners.
4. Assisting the various risk units to identify, analyze and manage risks.
5. Developing risk response processes.
6. Monitoring the Key Risk Indicators for key risks at the site level on a continuous basis.
7. Identifying the areas, which need insurance or financial cover to protect against loss.
8. Ensuring the implementation of risk mitigation plans.
9. Escalation of issues requiring policy approvals and amendments to the Corporate Level Risk Steering Committee and CRO.

OIC (Officer in Charge)/HOD of unit/Corporate office will be the chairman of the site level risk steering committee.

14.6 Risk Unit Owner

Risk unit owners in consultation with OIC (Officer in Charge) at a plant/unit will assess the risk by determining its probability of occurrence and its impact with an objective of reporting key risks to the Site Level Risk Steering Committee.

Key responsibilities of the Risk unit owners include:

1. Identification of new risks.
2. Reviewing and discussing significant risk issues and ensuring horizontal collaboration in the development of mitigation strategies and the establishment of corporate priorities in resource allocation
3. Reporting new risks or failures of existing control measures with remedial action to Site Level Risk Steering Committee.
4. Keeping the risk registers and related action plans updated.

5. Consolidating the quarterly and annual risk register and database review reports and timely reporting to the Office of CRO
6. Submission of the quarterly risk register review report by the 10th day following the quarter end to the office of CRO.
7. Submission of the annual risk database review report by the 45th day after the financial year end, to the office of CRO.
8. Educating employees dealing with key activities in their unit of the risk management process
9. Facilitating segment level and corporate level steering committee meetings
10. Ensuring Management Action Plans developed in response to audit and evaluation recommendations adequately address the risks identified
11. Providing management with information about the organization's controls and determining which controls should be in place to adequately lower the overall risk profile of various critical processes

Risk unit officer shall assist Risk Unit Owner in carrying out the secretarial work. Risk unit officer shall be designated by the Risk Unit Owner.

15. Policy Review

This policy shall be reviewed periodically, at least once in two years, including by considering the changing industry dynamics and evolving complexity to ensure effectiveness and that its continued application and relevance to the business and to ensure it meets the requirements of legislation & the needs of organization. Feedback on the implementation and the effectiveness of the policy will be obtained from the risk reporting process, internal audits, and other available information.

APPENDIX I

Risk Management Activity Calendar

| Activity | Timelines |
|---|---|
| Risk Register Review report to be submitted by risk unit owners to the CRO | Quarterly By 10th day following the quarter end |
| Risk Database review report to be submitted by risk unit owners | Annual - By 45th day following the financial year end |
| Corporate Level Risk Steering Committee meeting to review the corporate key risks/ reports from site/ units | Quarterly |
| Review by Risk Management Committee | Bi-Annually |
| Audit Committee meeting for this agenda | Bi-Annually |
| Board meeting for this agenda | Bi-Annually |

APPENDIX 2

| | Probability Descriptions | | |
|----------------------|--|--------------|--|
| Likelihood | Occurrence in future | % Chance | Occurrence in past |
| Rare | Not likely, almost impossible to occur between two (from now) to five years. | Less than 5% | Similar instances have never occurred in the past. |
| Not Likely | May occur once or twice between two (from now) to five years. | 5 to 9% | Though not routinely but there have been instances in the last 2 to 5 years. |
| Likely | Possible, may arise once or twice within the next year. | 10to 49% | There have been one or two similar instances in the past year |
| Highly Likely | High, may arise several times within the next year. | 50 to 80% | Similar instances have occurred several times in the past year |
| Expected | Very high, will be almost a routine feature every month within the immediate next year | Over 80% | Similar instances have commonly occurred every year in the past. |

APPENDIX 3

| | Impact | | | | |
|-------------------|---------------|----------|---------------|-----------|----------------|
| Likelihood | 1 Very Low | 2 Low | 3 Moderate | 4 High | 5 Very High |
| 1 – Rare | Low | Low | Low | Low | Low |
| 2 – Not Likely | Low | Low | Low | Medium | Medium |
| 3 – Likely | Low | Low | Medium | High | High |
| 4 – Highly Likely | Low | Medium | High | High | High |
| 5 Expected | Low | Medium | High | High | High |



APPENDIX 4

RISK RATING

| Level of Risk | Description | Rating |
|---------------|---|------------------------|
| HIGH | High risk. Senior management attention needed to develop and initiate mitigation plans soon | > 12 |
| MEDIUM | Moderate Risk. Functional Heads attention required | Between 8 to 12 |
| LOW | Low Risk. Manage by routine procedures | < 8 |

APPENDIX 5

Risk Assessment Matrix

| Risk Score | | | | | | |
|--|-----|---------------|--------|----------|--------|--------------|
| Almost certain | (5) | Low | Medium | High | High | High |
| Likely | (4) | Low | Low | Medium | High | High |
| Possible | (3) | Low | Low | Medium | Medium | High |
| Unlikely | (2) | Low | Low | Low | Low | Medium |
| Remote | (1) | Low | Low | Low | Low | Low |
|  Probability | | (1) | (2) | (3) | (4) | (5) |
|  Consequence | | Insignificant | Minor | Moderate | Major | Catastrophic |

APPENDIX 6

Quarterly Risk Register Review Report

106

APPENDIX 7
Annual Risk Database Review Report

| Annual Risk Database Review Report Business Unit :<.....> | | | | | | | |
|--|-------------------------|---------------------------------------|---------------|--|--|--|------------------------|
| Func tion | Risk Descri ption | Risk Data base Refer ence | Risk Score | Propose d Risk Mitigati on Plan | Status of impleme ntation of Risk Mitigation Plan | Changes to risk ratings or risk scenario | Additional Comments |
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| Risk Unit Owner: <Name> | | | | | | | |
| (Signature) | | | (Designation) | | | (Date of approval) | |
| Site Risk Committee Meeting held on: | | | | | | | |
| Chairman of the Site Level Risk Steering Committee: <Name> | | | | | | | |
| (Signature) | | | (Designation) | | | (Date of approval) | |
| Comments: | | | | | | | |
| Approved by Site OIC: <Name> | | | | | | | |
| (Signature) | | | (Designation) | | | (Date of approval) | |
| Comments: | | | | | | | |
| Presented to the Office of Chief Risk Officer | | | | | | | |

APPENDIX 8

Risk Movement Report

[illegible]

APPENDIX 9

Quarterly Key Risk Report

| Quarter Ending: <-----> | | | | | | | |
|---|----------------------------------|-------------------------------|-----------------------|--|---|---|--|
| Funct ion | Risk Descri ption | Risk Cate gory | Risk Score | Proposed Risk Mitigation Plan | Status of Imple menta tion of Risk Mitiga tion | Changes to risk ratings or risk scenario | Action Plan based on the KRIs monitor ing |
| | | | | | | | |
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| Number of Key Risks as per the previous review: | | | | | | | |
| Number of Key Risks as per the current review: | | | | | | | |
| | | | | | | | |
| Chief Risk Officer | | | | | | | |
| (Name) | | | | (Designation) | (Signature) | | |
| Comments: | | | | | | | |
| Presented to the Corporate Risk Management Steering Committee | | | | | | | |